

**DECLARATION OF WILLIAM HUGH JORDAN ELLISON IN SUPPORT OF
DEFENDANT'S OPPOSITION TO PLAINTIFF'S MOTION FOR EXPEDITED PROCEEDINGS**

I, WILLIAM HUGH JORDAN ELLISON, DECLARE AS FOLLOWS:

A. BACKGROUND

1. I am an attorney-at-law and partner at the law firm Slaughter and May, which I joined in 2005. I am qualified in England and Wales and in Belgium and specialize in competition and antitrust law matters.
2. I am counsel to Kpler Holding SA ("**Kpler**") in connection with the investigation of the UK Competition and Markets Authority ("**CMA**") into Kpler's proposed acquisition of Spire Global, Inc.'s ("**Spire**") maritime data business (the "**Transaction**", with Kpler and Spire together the "**Parties**").
3. At the request of the law firm Wachtell, Lipton, Rosen & Katz, I make this declaration¹ in support of Kpler's opposition to Spire's motion for expedited proceedings filed in the U.S. District Court for the District of Delaware.
4. This declaration summarizes:
 - (a) The key elements of UK competition law relevant to the Transaction;² and
 - (b) The current status of the CMA investigation into the Transaction.
5. This declaration represents a non-exhaustive, high-level summary of the key elements of the UK merger control regime, solely as relevant to the facts of Kpler's case. This letter considers in particular the relevant provisions of the Enterprise and Regulatory Reform Act 2013 and the Enterprise Act 2002 (the "**Act**") and the Digital Markets, Competition and Consumers Act 2024 (the "**DMCC**") and the CMA's guidance with respect to the UK merger control regime.³
6. Except where I say otherwise, the facts and matters set out in this declaration are within my own knowledge and I believe them to be true. Where I refer to information supplied by others, the source of the information is identified. The facts and matters derived from other sources are true to the best of my knowledge, information and belief.
7. This declaration does not represent a waiver of privilege with respect to any of the advice we have provided to Kpler.

¹ I understand that this statement is referred to as a declaration for the purposes of these proceedings. The content included represents a statement of my own knowledge and understanding of the matters set out.

² See paragraph 5 for further detail on the approach.

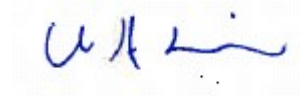
³ *Guidance on the CMA's mergers intelligence function* (CMA56 revised), dated December 2020; *Interim measures in merger investigations* (CMA108), dated 2 January 2025; and *Mergers: Guidance on the CMA's jurisdiction and procedure* (CMA2), dated 2 January 2025.

[REDACTED]

[REDACTED]

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on: 20 February 2025



WILLIAM HUGH JORDAN ELLISON

CERTIFICATE OF SERVICE

PLEASE TAKE NOTICE that on February 25, 2025, a true and correct copy of the foregoing was caused to be served on the following counsel via electronic mail:

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/s/ Jason J. Rawnsley
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